

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

STATE OF DELAWARE, *ex rel.*
KATHLEEN JENNINGS, Attorney General of
the State of Delaware,

Plaintiff,

v.

BP AMERICA INC., BP P.L.C., CHEVRON
CORPORATION,
CHEVRON U.S.A. INC., CONOCOPHILLIPS,
CONOCOPHILLIPS COMPANY, PHILLIPS
66, PHILLIPS 66 COMPANY, EXXON
MOBIL CORPORATION, EXXONMOBIL
OIL CORPORATION, XTO ENERGY INC.,
HESS CORPORATION, MARATHON OIL
CORPORATION, MARATHON OIL
COMPANY, MARATHON PETROLEUM
CORPORATION, MARATHON
PETROLEUM COMPANY LP, SPEEDWAY
LLC, MURPHY OIL CORPORATION,
MURPHY USA INC.,
ROYAL DUTCH SHELL PLC, SHELL OIL
COMPANY, CITGO PETROLEUM
CORPORATION, TOTAL S.A., TOTAL
SPECIALTIES USA INC., OCCIDENTAL
PETROLEUM CORPORATION, DEVON
ENERGY CORPORATION, APACHE
CORPORATION, CNX RESOURCES
CORPORATION, CONSOL ENERGY INC.,
OVINTIV, INC., and AMERICAN
PETROLEUM INSTITUTE,

Defendants.

Civil Action No. 20-cv-01429-LPS

**DEFENDANTS' EMERGENCY MOTION FOR A
TEMPORARY STAY OF EXECUTION OF REMAND ORDER**

Defendants respectfully move this Court to temporarily stay the execution of its order granting Plaintiff's motion to remand (the "Order"), D.I. 121, to allow Defendants time to file a formal motion to stay remand pending appeal, which Defendants will file within ten days or as soon as the Court requests.¹ Defendants further request that the Court instruct the Clerk not to send a certified copy of the Order to the Delaware Superior Court, in order to preserve the status quo until such time as Defendants' request for a stay pending appeal has been fully resolved.²

At 4:50 p.m. today, the Court issued its Opinion, D.I. 120, explaining the basis for the Court's decision to remand and issued the Order a few minutes later. Defendants will soon appeal this decision to the Third Circuit, and also intend to file in this Court a motion to stay execution of the remand order pending the appeal. Defendants have a right to appeal the Order because they removed this case in part under the federal officer removal statute. While generally "[a]n order remanding a case to the State court from which it was removed is not reviewable on appeal," an "order remanding a case to the State court from which it was removed pursuant to section 1442 or 1443 of this title shall be reviewable by appeal or otherwise." 28 U.S.C. § 1447(d). The Supreme Court recently made clear that on appeal a court is to review "any issue fairly encompassed within" a remand order of a case removed pursuant to the federal officer removal statute. *BP P.L.C. v. Mayor & City Council of Baltimore*, 141 S. Ct. 1532, 1540, 1542 (2021).

¹ This motion is submitted subject to, and without waiver of, any defense, affirmative defense, or objection, including personal jurisdiction, insufficient process, or insufficient service of process.

² In accordance with Local Rule 7.1.1, Defendants attempted through Delaware counsel to confer orally with Plaintiff's Delaware counsel and reach agreement on the subject of this motion. Plaintiff's Delaware counsel indicated by email that Plaintiff will oppose this motion.

A temporary stay is warranted here to preserve Defendants’ appellate rights and to spare the parties and the Delaware Superior Court from what could be a substantial amount of unnecessary and ultimately futile litigation. If the Clerk were to transmit the remand order to the Delaware Superior Court, “[t]he State court may thereupon proceed with such case.” 28 U.S.C. § 1447(c). As will be explained further in Defendants’ forthcoming motion to stay remand pending appeal, Defendants’ appeal will present serious legal issues, including many questions that have not been addressed by the Third Circuit. Indeed, the Third Circuit has not yet considered the propriety of any of the grounds for removal asserted by Defendants in a climate change-related action, and will be able to consider all of Defendants’ grounds for removal on appeal. *See Baltimore*, 141 S. Ct. at 1540, 1542.³ Absent a stay, Defendants face irreparable harm, whereas a stay would cause Plaintiff no prejudice and, in fact, would serve the public interest and the interests of judicial economy. For these reasons, in a similar climate change-related case, Judge Vazquez of the District of New Jersey recently granted Defendants’ request for a temporary stay of his remand order to provide time for Defendants to file a formal motion to stay pending appeal. *See Order, City of Hoboken v. Exxon Mobil Corp., et al.*, No. 20-14243, Dkt. 127 (D.N.J. Sept. 9, 2021). Judge Vazquez found that “granting Defendants’ request is prudent to preserve resources and in light of considerations of judicial economy. Specifically, the Third Circuit will be presented with matters of first impression that could potentially impact this Court’s remand Order.” *Id.* at 2.

³ Following *Baltimore*, the First, Second, Third, Fourth, Eighth, Ninth, and Tenth Circuits will also soon address, for the first time, the propriety of several removal grounds asserted in climate change-related actions. *See Baltimore*, 141 S. Ct. at 1543; *Shell Oil Prods. Co. v. Rhode Island*, No. 20-900, 2021 WL 2044535 (U.S. May 24, 2021); *Chevron Corp. v. County of San Mateo*, No. 20-884, 2021 WL 2044534 (U.S. May 24, 2021); *Suncor Energy, Inc. v. Board of County Commissioners of Boulder County*, No. 20-783, 2021 WL 2044533, at *1 (U.S. May 24, 2021); *Connecticut v. Exxon Mobil Corp.*, No. 21-1446 (2d Cir.); *City of Hoboken v. Exxon Mobil Corp.*, No. 21-2728 (3d Cir.); *Minnesota v. Am. Petroleum Inst.*, No. 21-1752 (8th Cir.).

Over the past four years, over 20 other state and municipal entities have filed similar climate change actions in courts across the country, all of which involve significant national interests. In light of these significant national interests, this Court should allow Defendants time to seek a stay of remand pending appeal so that the Third Circuit can address these issues of first impression. As the First Circuit recently explained: “If a motion to remand is granted by the district court in a removed case and the remand order is appealable, the district court may wish to avoid immediately certifying the remand order and returning the case file to the state court until it believes the specter of shuttling has abated.” *Forty Six Hundred LLC v. Cadence Educ., LLC*, No. 20-1784, 2021 WL 4472684, at *8 (1st Cir. Sept. 30, 2021). The First Circuit emphasized that a “district court would be well-advised, for example, to hold the matter in abeyance for a brief period or to direct the clerk of court to delay transmittal of the certified remand order. Either course of action would give the removing party an opportunity to move for a stay, to seek reconsideration, and/or to appeal the order and request a stay from the court of appeals.” *Id.*

That is exactly what multiple federal courts in prior climate change-related cases have done. Courts in New Jersey, Connecticut, Minnesota, Hawaii, Rhode Island, Maryland, and California, have all allowed defendants time to brief a motion to stay pending appeal after a grant of remand. *See, e.g.,* Order, *City of Hoboken v. Exxon Mobil Corp.*, No. 20-14243 (D.N.J. Sept. 9, 2021), ECF No. 127; Order, *Connecticut v. Exxon Mobil Corp.*, No. 20-1555 (D. Conn. June 11, 2021), ECF No. 56; Order, *Minnesota v. Am. Petroleum Inst.*, No. 20-1636 (D. Minn. Apr. 7, 2021), ECF No. 86; Order, *City & County of Honolulu v. Sunoco LP*, No. 20-163 (D. Haw. Feb. 16, 2021), ECF. No. 130; Order, *County of Maui v. Chevron U.S.A. Inc.*, No. 20-470 (D. Haw. Feb. 16, 2021), ECF. No. 101; Opinion and Order, *State of Rhode Island v. Chevron Corp. et al.*, No. 18-395 (D.R.I. July 22, 2019), ECF No. 122 at 16–17; Memorandum Opinion, *Mayor and*

City Council of Baltimore v. BP P.L.C. et al., No. 18-2357 (D. Md. June 20, 2019), ECF No. 182 at 3; Order Granting Motions to Remand, *County of San Mateo v. Chevron Corp. et al.*, No. 17-4929 (N.D. Cal. Mar. 16, 2018), ECF No. 223 at 5–6.

Judge Chhabria of the Northern District of California, for example, stayed execution of his remand order to allow defendants an opportunity to file a motion to stay pending appeal and then, in granting defendants’ stay motion, explained: “The Court finds that the[r]e are controlling questions of law as to which there is substantial ground for difference of opinion and that their resolution by the court of appeals will materially advance the litigation.” Order Granting Motions to Stay, *County of San Mateo v. Chevron Corp. et al.*, No. 17-4929 (N.D. Cal. Apr. 9, 2018), ECF No. 240.

Similarly, Chief Judge Tunheim of the District of Minnesota granted defendants’ emergency motion for a temporary stay to allow the parties to brief a stay pending appeal. Order, *Minnesota v. American Petroleum Institute*, No. 20-01636 (D. Minn. Apr. 7, 2021), ECF No. 86. Following briefing, Chief Judge Tunheim stayed execution of his remand order pending appeal, concluding that “this action raises *weighty and significant questions* that intersect with rapidly evolving areas of legal thought.” *Minnesota v. American Petroleum Institute*, 2021 WL 3711072, at *2 (D. Minn. Aug. 20, 2021) (emphasis added). More specifically, the court found that “the Second Circuit’s decision in *City of New York* provides a legal justification for addressing climate injuries through the framework of federal common law,” *id.*, and “the *Baltimore* decision increases the likelihood that an appellate court will determine that certain climate change claims arise exclusively under federal law,” *id.* at *3. The Court also noted that this “is not a case of applying thoroughly developed law to well-tread factual patterns; when it comes to questions of the proper forum for adjudicating harms related to climate change, ‘the

legal landscape is shifting beneath [our] feet.” *Id.* at *4. For these and other reasons, the court concluded: “Considerations of judicial economy and conservation of resources also weigh in favor of staying execution of the remand order as the Eighth Circuit determines whether the state or federal court has jurisdiction over this matter.” *Id.* The same is true here—given the shifting “legal landscape,” it makes eminent sense to stay the remand Order until the Third Circuit has the opportunity to weigh in on these important issues. *Id.*

In *Connecticut*, the Second Circuit reversed the lower court decision denying a stay and granted defendant’s motion to stay pending appeal, finding that the “Appellant has made a sufficient showing that it is entitled to a stay.”⁴ *Connecticut v. Exxon Mobil Corp.*, No. 21-1446 (2d Cir. Oct. 5, 2021), ECF No. 80.

And most recently, in *Hoboken*, the District of New Jersey granted defendants’ motion to stay pending appeal, recognizing that “[w]ithout a stay, the parties would be required to concurrently litigate this matter in both federal and state court,” which “might also require a state court (and the parties) to needlessly expend resources.” *City of Hoboken v. Exxon Mobil Corp. et al.*, No. 20-cv-14243 (D.N.J. Dec. 15, 2021), ECF No. 133 at 5. Judge Vazquez explained that, despite his view that the case should be remanded, “the matter is clearly complex both factually and legally” and “[a]ny reasonable estimation of discovery costs would result in a large dollar amount,” such that “two-track litigation” is more than “merely . . . an ‘inconvenience.’” *Id.* at 5–6.

⁴ The day after the Second Circuit issued its stay order in *Connecticut*, the district court in a materially similar climate action, *City of New York v. Exxon Mobil Corp.*, No. 21-4807 (S.D.N.Y.), ECF No. 55, ordered plaintiff to show cause why the court should not also issue a stay pending the Second Circuit’s decision in *Connecticut*. In its response, plaintiff acknowledged “that the Court may prefer to wait for further guidance in *Connecticut* before proceeding with the City’s pending motion to remand.” *Id.*, ECF No. 56. The district court thereafter entered the stay. *Id.*, ECF No. 58.

For these reasons, Defendants respectfully ask the Court to enter an order temporarily staying execution of the Order and instructing the Clerk not to send a certified copy of the Order to the Delaware Superior Court, pending resolution of Defendants' forthcoming motion to stay, which Defendants will file within ten days or as soon as the Court requests. Attached is a proposed order granting the requested relief.

Dated: January 5, 2022

K&L GATES LLP

/s/ Steven L. Caponi

Steven L. Caponi (No. 3484)
Matthew B. Goeller (No. 6283)
600 N. King Street, Suite 901
Wilmington, DE 19801
Phone: (302) 416-7000
steven.caponi@klgates.com
matthew.goeller@klgates.com

KELLOGG, HANSEN, TODD,
FIGEL & FREDERICK, P.L.L.C.
David C. Frederick, *pro hac vice*
Grace W. Knofczynski, *pro hac vice*
Daniel S. Severson, *pro hac vice*
1615 M Street, N.W., Suite 400
Washington, D.C. 20036
Phone: (202) 326-7900
dfrederick@kellogghansen.com
gknofczynski@kellogghansen.com
dseverson@kellogghansen.com

*Counsel for Defendants Royal Dutch Shell
plc and Shell Oil Company*

ASHBY & GEDDES

/s/ Catherine A. Gaul

Catherine A. Gaul (#4310)
500 Delaware Avenue, 8th Floor
P.O. Box 1150
Wilmington, Delaware 19801
(302) 654-1888
cgaul@ashbygeddes.com

ARNOLD & PORTER KAYE
SCHOLER LLP

Nancy G. Milburn, *pro hac vice*
Diana E. Reiter, *pro hac vice*
250 West 55th Street
New York, NY 10019-9710
Tel: (212) 836-8383
Fax: (212) 836-8689
nancy.milburn@arnoldporter.com
diana.reiter@arnoldporter.com

Jonathan W. Hughes, *pro hac vice*
3 Embarcadero Center, 10th Floor
San Francisco, CA 94111-4024
Tel: (415) 471-3156

Respectfully submitted,

By: /s/ David E. Wilks

WILKS LAW, LLC

David E. Wilks
dwilks@wilks.law
4250 Lancaster Pike, Suite 200
Wilmington, DE 19805
Telephone: 302.225.0858

GIBSON, DUNN & CRUTCHER LLP

Theodore J. Boutrous, Jr., *pro hac vice*
William E. Thomson, *pro hac vice*
333 South Grand Avenue
Los Angeles, CA 90071
Telephone: 213.229.7000
Facsimile: 213.229.7520
tboutrous@gibsondunn.com
wthomson@gibsondunn.com

Andrea E. Neuman, *pro hac vice*

aneuman@gibsondunn.com
200 Park Avenue
New York, NY 10166
Telephone: 212.351.4000
Facsimile: 212.351.4035

Thomas G. Hungar, *pro hac vice*

thungar@gibsondunn.com
1050 Connecticut Avenue, N.W.,
Washington, DC 20036
Telephone: 202.955.8500
Facsimile: 202.467.0539

Joshua D. Dick, *pro hac vice*

jdick@gibsondunn.com
555 Mission Street
San Francisco, CA 94105-0921
Telephone: 415.393.8200
Facsimile: 415.393.8306

Attorneys for Defendants

*Chevron Corporation and Chevron U.S.A.
Inc.*

MORRIS NICHOLS ARSHT & TUNNELL

/s/ Kenneth J. Nachbar

Kenneth J. Nachbar (#2067)
Alexandra M. Cumings (#6146)
1201 North Market Street, 16th Floor

Fax: (415) 471-3400
jonathan.hughes@arnoldporter.com

Matthew T. Heartney, *pro hac vice*
John D. Lombardo, *pro hac vice*
777 South Figueroa Street, 44th Floor
Los Angeles, California 90017-5844
Tel: (213) 243-4000
Fax: (213) 243-4199
matthew.heartney@arnoldporter.com
john.lombardo@arnoldporter.com

*Attorneys for Defendants BP America Inc.
and BP p.l.c.*

RICHARDS, LAYTON & FINGER, P.A.
/s/ Jeffrey L. Moyer

Jeffrey L. Moyer (#3309)
Christine D. Haynes (#4697)
One Rodney Square
920 North King Street
Wilmington, DE 19801
(302) 651-7700
moyer@rlf.com
haynes@rlf.com

CRAVATH, SWAINE & MOORE LLP

Kevin Orsini, *pro hac vice*
Vanessa A. Lavelly, *pro hac vice*
825 Eighth Avenue
New York, NY 10019
Tel: (212) 474-1000
Fax: (212) 474-3700
E-mail: korsini@cravath.com
E-mail: vlavelly@cravath.com

*Attorneys for Defendant Occidental
Petroleum Corporation*

MARON MARVEL BRADLEY
ANDERSON & TARDY LLC

/s/ Antoinette D. Hubbard
Antoinette D. Hubbard (No. 2308)
Stephanie A. Fox (No. 3165)
1201 N. Market Street, Suite 900
P.O. Box 288
Wilmington, DE 19801
Tel: (302) 425-5177
Adh@maronmarvel.com
Saf@maronmarvel.com

HUNTON ANDREWS KURTH LLP

P.O. Box 1347
Wilmington, DE 19899-1347
Tel.: (302) 658-9200
Fax: (302) 422-3013
knachbar@mnat.com
acumings@mnat.com

EIMER STAHL LLP

Nathan P. Eimer, *pro hac vice*
Pamela R. Hanebutt, *pro hac vice*
Lisa S. Meyer, *pro hac vice*
224 South Michigan Avenue, Suite 1100
Chicago, IL 60604
Tel: (312) 660-7600
neimer@eimerstahl.com
phanebutt@eimerstahl.com
lmeyer@eimerstahl.com

Robert E. Dunn, *pro hac vice*
99 S. Almaden Blvd. Suite 662
San Jose, CA 95113
Tel: (669) 231-8755
rdunn@eimerstahl.com

*Attorneys for Defendant CITGO Petroleum
Corporation.*

ECKERT SEAMANS CHERIN &
MELLOTT, LLC

/s/ Colleen D. Shields
Colleen D. Shields, Esq. (I.D. No. 3138)
Patrick M. Brannigan, Esq. (I.D. No. 4778)
222 Delaware Avenue, 7th Floor
Wilmington, DE 19801
Telephone: (302) 574-7400
Fax: (302) 574-7401
Email: cshields@eckertseamans.com
Email: arogin@eckertseamans.com

SHOOK, HARDY & BACON L.L.P.

Tristan L. Duncan, *pro hac vice*
Daniel B. Rogers, *pro hac vice*
William F. Northrip, *pro hac vice*
2555 Grand Blvd.
Kansas City, MO 64108
Phone: (816) 474-6550
Email: tlduncan@shb.com
Email: drogers@shb.com
Email: wnorthrip@shb.com

Attorneys for Defendant Murphy USA Inc.

Shannon S. Broome, *pro hac vice*
Ann Marie Mortimer, *pro hac vice*
50 California Street
San Francisco, CA 94111
Tel: (415) 975-3718
SBroome@HuntonAK.com
AMortimer@HuntonAK.com

Shawn Patrick Regan, *pro hac vice*
200 Park Avenue
New York, NY 10166
Tel: (212) 309-1046
SRegan@HuntonAK.com

*Attorneys for Defendants Marathon
Petroleum Corporation, Marathon Petroleum
Company LP, and Speedway LLC*

WHITE AND WILLIAMS LLP
/s/ Christian J. Singewald
CHRISTIAN J. SINGEWALD (#3542)
600 N. King Street
Suite 800
Wilmington, DE 19801
(302) 654-0424

MCGUIREWOODS LLP
Joy C. Fuhr
Brian D. Schmalzbach
W. Cole Geddy
800 East Canal Street
Richmond, VA 23219
Telephone: (804) 775-1000
Email: jfuhr@mcguirewoods.com
Email: bschmalzbach@mcguirewoods.com
Email: cgeddy@mcguirewoods.com

*Attorneys for Defendant Devon Energy
Corporation*

CHIPMAN BROWN CICERO & COLE,
LLP
/s/ Paul D. Brown
Paul D. Brown (#3903)
Hercules Plaza
1313 N. Market Street, Suite 5400
Wilmington, DE 19801
Tel.: (302) 295-0194
brown@ChipmanBrown.com

CROWELL & MORING LLP
Kathleen Taylor Sooy, *pro hac vice*

WOMBLE BOND DICKINSON (US) LLP
/s/ Kevin J. Mangan
Kevin J. Mangan (DE No. 3810)
Kristen H. Cramer (DE No. 4512)
Nicholas T. Verna (DE No. 6082)
1313 North Market Street, Suite 1200
Wilmington, Delaware 19801
Telephone: (302) 252-4320
Facsimile: (302) 252-4330
Email: kevin.mangan@wbd-us.com
Email: kristen.cramer@wbd-us.com
Email: nick.verna@wbd-us.com

MCGUIREWOODS LLP
Andrew G. McBride *pro hac vice*
2001 K Street N.W.
Washington, D.C. 20006
Telephone: (202) 857-1700
Email: amcbride@mcguirewoods.com

Attorneys for American Petroleum Institute

DUANE MORRIS LLP
/s/ Mackenzie M. Wrobel
Mackenzie M. Wrobel (#6088)
1201 N. Market Street, Suite 501
Wilmington, DE 19801-1160
Telephone: (302) 657-4900
E-mail: MMWrobel@duanemorris.com

SHOOK HARDY & BACON LLP
Michael F. Healy, *pro hac vice*
555 Mission Street, Suite 2300
San Francisco, CA 94105
Telephone: (415) 544-1942
E-mail: mfhealy@shb.com

DUANE MORRIS LLP
Michael L. Fox, *pro hac vice*
Spear Tower
One Market Plaza, Suite 2200
San Francisco, CA 94105-1127
Telephone: (415) 957-3092
E-mail: MLFox@duanemorris.com

*Attorneys for Defendant
OVINTIV INC.*

MCCARTER & ENGLISH LLP

Tracy A. Roman, *pro hac vice*
1001 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
Tel.: (202) 624-2500
ksooy@crowell.com
troman@crowell.com

Honor R. Costello, *pro hac vice*
590 Madison Avenue, 20th Fl.
New York, NY 10022
Tel.: (212) 223-4000
hcostello@crowell.com

Attorneys for Defendant CONSOL Energy Inc.

JONES DAY
/s/ Noel J. Francisco
Noel J. Francisco
David M. Morrell
J. Benjamin Aguiñaga
51 Louisiana Avenue, N.W.
Washington, DC 20001
Telephone: (202) 879-3939
Facsimile: (202) 626-1700
E-mail: njfrancisco@jonesday.com
E-mail: dmorrell@jonesday.com
E-mail: jbaguinaga@jonesday.com

David C. Kiernan
555 California Street, 26th Floor
San Francisco, CA 94104
Telephone: (415) 626-3939
Facsimile: (415) 875-5700
E-mail: dkiernan@jonesday.com

Attorneys for Defendant CNX Resources Corp.

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
/s/ Matthew D. Stachel
Daniel A. Mason (#5206)
Matthew D. Stachel (#5419)
500 Delaware Avenue, Suite 200
Post Office Box 32
Wilmington, DE 19899-0032
Tel.: (302) 655-4410
Fax: (302) 655-4420
dmason@paulweiss.com
mstachel@paulweiss.com

/s/ Daniel J. Brown
Michael P. Kelly (#2295)
Daniel J. Brown (#4688)
Alexandra M. Joyce (#6423)
Renaissance Centre
405 N. King St., 8th Floor
Wilmington, DE 19801
(302) 984-6331
mkelly@mccarter.com
djbrown@mccarter.com
ajoyce@mccarter.com

LATHAM & WATKINS LLP
Steven M. Bauer, *pro hac vice*
Margaret A. Tough, *pro hac vice*
505 Montgomery Street, Suite 2000
San Francisco, California 94111-6538
(415) 391-0600
steven.bauer@lw.com
margaret.tough@lw.com

BARTLIT BECK LLP
Jameson R. Jones, *pro hac vice*
Daniel R. Brody, *pro hac vice*
1801 Wewatta Street, Suite 1200
Denver, CO 80202
(303) 592-3123
jameson.jones@bartlit-beck.com
dan.brody@bartlit-beck.com

Attorneys for Defendants ConocoPhillips and ConocoPhillips Company

MCCARTER & ENGLISH LLP
/s/ Daniel J. Brown
Michael P. Kelly (#2295)
Daniel J. Brown (#4688)
Alexandra M. Joyce (#6423)
Renaissance Centre
405 N. King St., 8th Floor
Wilmington, DE 19801
(302) 984-6331
mkelly@mccarter.com
djbrown@mccarter.com
ajoyce@mccarter.com

LATHAM & WATKINS LLP
Steven M. Bauer, *pro hac vice*
Margaret A. Tough, *pro hac vice*
505 Montgomery Street, Suite 2000
San Francisco, California 94111-6538
(415) 391-0600

Theodore V. Wells, Jr., *pro hac vice*
Daniel J. Toal, *pro hac vice*
Yahonnes Cleary, *pro hac vice*
Caitlin E. Grusauskas, *pro hac vice*
1285 Avenue of the Americas
New York, NY 10019-6064
Tel.: (212) 373-3000
Fax: (212) 757-3990
twells@paulweiss.com
dtoal@paulweiss.com
ycleary@paulweiss.com
cgrusauskas@paulweiss.com

Attorneys for Defendants Exxon Mobil Corporation, ExxonMobil Oil Corporation, and XTO Energy Inc.

RICHARDS LAYTON & FINGER, P.A.
/s/ Robert W. Whetzel
Robert W. Whetzel (#2288)
Tel: (302) 651-7634
Fax: (302) 651-7701
One Rodney Square
902 North King Street
Wilmington, DE 19801
whetzel@rlf.com

VINSON & ELKINS L.L.P.
Patrick W. Mizell, *pro hac vice*
Matthew R. Stamme, *pro hac vice*
Stephanie L. Noble, *pro hac vice*
Brooke A. Noble, *pro hac vice*
1001 Fannin Street, Suite 2500
Houston, Texas 77002
Tel: (713) 758-2932
Fax: (713) 615-9935
pmizell@velaw.com
mstammel@velaw.com
snoble@velaw.com
bnoble@velaw.com

Mortimer H. Hartwell, *pro hac vice*
555 Mission Street, Suite 2000
San Francisco, CA 94105
Tel: (415) 979-6930
Fax: (415) 807-3358
mhartwell@velaw.com

Attorneys for Apache Corporation

WHITE AND WILLIAMS LLP
/s/ Joseph J. Bellew

steven.bauer@lw.com
margaret.tough@lw.com

Attorneys for Defendants Phillips 66 and Phillips 66 Company

ABRAMS & BAYLISS LLP
/s/ Michael A. Barlow
Michael A. Barlow (#3928)
20 Montchanin Road, Suite 200
Wilmington, Delaware 19807
(302) 778-1000
barlow@abramsbayliss.com

ORRICK, HERRINGTON & SUTCLIFFE LLP
Robert P. Reznick, *pro hac vice*
1152 15th Street NW
Washington, DC 20005
(202) 339-8600
rreznick@orrick.com

James Stengel, *pro hac vice*
Marc R. Shapiro, *pro hac vice*
51 West 52nd Street
New York, New York 10019-6142
(212) 506-5000
jstengel@orrick.com

Catherine Y. Lui, *pro hac vice*
405 Howard Street
San Francisco, California 94105-2669
(415) 773-5571
clui@orrick.com

Attorneys for Marathon Oil Corporation

RICHARDS, LAYTON & FINGER, P.A.
/s/ Robert W. Whetzel
Robert W. Whetzel (#2288)
Blake Rohrbacher (#4750)
One Rodney Square
920 N. King Street
Wilmington, DE 19801
302-651-7700
whetzel@rlf.com

KIRKLAND & ELLIS LLP
Anna Rotman, P.C., *pro hac vice*
609 Main Street
Suite 4500

Joseph J. Bellew (#4816)
600 N. King Street, Suite 800
Wilmington, DE 19801-3722
Telephone: (302) 467-4532
Facsimile: (302) 467-4540
Email: bellewj@whiteandwilliams.com

Houston, TX 77002
713-836-3750
anna.rotman@kirkland.com

*Attorneys for Defendants Total S.A. and Total
Specialties USA Inc.*

BAKER BOTTS L.L.P.
J. Scott Janoe, *pro hac vice*
910 Louisiana Street, Suite 3200
Houston, Texas 77002-4995
Telephone: (713) 229-1553
Facsimile: (713) 229-7953
Email: scott.janoe@bakerbotts.com

Megan Berge, *pro hac vice*
700 K Street, N.W.
Washington, D.C. 20001-5692
Telephone: (202) 639-1308
Facsimile: (202) 639-1171
Email: megan.berge@bakerbotts.com

*Attorneys for Defendant HESS
CORPORATION*

WHITE AND WILLIAMS LLP
/s/ Joseph J. Bellew

Joseph J. Bellew (#4816)
600 N. King Street, Suite 800
Wilmington, DE 19801-3722
Telephone: (302) 467-4532
Facsimile: (302) 467-4540
Email: bellewj@whiteandwilliams.com

BAKER BOTTS L.L.P.
J. Scott Janoe, *pro hac vice*
910 Louisiana Street, Suite 3200
Houston, Texas 77002-4995
Telephone: (713) 229-1553
Facsimile: (713) 229-7953
Email: scott.janoe@bakerbotts.com

Megan Berge, *pro hac vice*
700 K Street, N.W.
Washington, D.C. 20001-5692
Telephone: (202) 639-1308
Facsimile: (202) 639-1171
Email: megan.berge@bakerbotts.com

*Attorneys for Defendant MURPHY OIL
CORPORATION*